



South African Bonsai Association Constitution

1. NAME: The name of this body shall be the South African Bonsai Association, hereafter referred to as SABA.
2. OBJECTIVES: The objectives of SABA shall be:
 - 2.1 To promote liaison and co-operation between bonsai clubs in South Africa, irrespective of race, colour, creed or national origin for the purpose of improving the art and image of bonsai.
 - 2.2 To act as the official representative of member clubs in matters of national concern and to nominate a person or persons to act as representative(s) of the Association.
 - 2.2.1 The current President is automatically nominated to represent South Africa on the Board of Directors of the African Bonsai Association. Should the President be unable to attend a meeting of ABA, the EXCO may, in its sole discretion, appoint a representative from the members, to attend in his place.
 - 2.3 To encourage member clubs to attend various bonsai activities such as symposia, demonstrations, workshops and other meetings by means of a regular newsletter or magazine.
 - 2.4 To serve as the accredited body for bonsai activities and be responsible for the definition and maintenance of bonsai policy for South Africa.
 - 2.5 To honour the autonomy and undisturbed identity and authority, of all member clubs in all areas other than bonsai policy.
 - 2.6 The association may not have the power to carry on any business, including inter-alia ordinary trading operations in the commercial sense, speculative transactions, dividend stripping activities as well as the letting of property on a systematic regular basis.
 - 2.7 All member clubs will adhere to the policies defined and amended from time to time by SABA and must be ratified by the regions within a maximum period of 60 days, thereafter, majority rules.
 - 2.8 The national convention will be hosted by an affiliated SABA member club UNDER the auspices of SABA.
3. MEMBERSHIP:
 - 3.1 Membership shall be open to all bonsai clubs wishing to pursue the objectives of SABA. A club shall be defined as not fewer than five individuals who meet regularly for the study and enjoyment of bonsai and its related arts.
 - 3.2 Each club shall apply for membership of SABA and be granted membership by the executive committee on payment of the required fee.
 - 3.3 Should a member club not remit its annual fee within three months of the due date, their membership shall cease.

3.4 Every member club shall be entitled to nominate two active members as its official delegates to SABA meetings. These delegates shall together constitute the full board of SABA.

3.5 Member clubs shall have voting rights - one vote per member club.

3.6 Any member clubs unable to send delegates to a meeting may nominate a proxy, in writing, who shall be entitled to vote on its behalf.

3.7 Inclusion of patrons and corporate annually, without voting rights.

4. MANAGEMENT:

4.1 The executive committee (hereinafter referred to as (EXCO) shall comprise a President, Vice President, Secretary and Treasurer who shall be elected by the official delegates.

4.2 Members of EXCO shall hold office for a period of two years, but shall be eligible for re-election for a further two-year term.

4.3 The policy committee will be made up of one representative from each (New) region and the President of SABA.

4.3a Each region shall nominate a member from any one of the clubs in the region to sit on the policy committee.

4.3b This member must be able to represent the thinking of all the clubs in the region and must be knowledgeable on bonsai matters.

4.3c The member shall hold office for a two-year period, but shall be eligible for re-election. If however, the region is not happy with their representative, then the region may change their representative after their AGM.

4.3d The committee shall appoint a Chairman from members of the committee.

4.3e A quorum shall consist of two thirds of the membership of the committee.

4.3f Any disputes with the definition of infringement or club activities that pertain to strategic direction defined by SABA, shall be referred to the policy committee for arbitration. The policy committee chairman will have a casting vote if the committee is deadlocked.

4.3g Any issues raised between SABA meetings must be circulated to committee for approval and then be tabled at the next meeting for noting.

4.4 The executive officers, namely the President acting with the vice-president and/or the treasurer, and/or the Secretary, may deal with matters arising between meetings, but any decisions taken shall be subject to confirmation by the policy committee and will be binding on all member clubs.

5. MEETINGS:

5.1 Annual General Meetings hereafter referred to as A.G.M. An A.G.M. of member clubs shall be held at a time and venue to be decided by the EXCO. Formal notice of the meeting, together with a statement of accounts and an agenda, which may incorporate any special business matters, shall be posted to all member clubs at least 30 days prior to the meeting. The quorum for an A.G.M. shall be 50% representation of the membership of SABA. The business of the meeting shall be:

- 5.1a To confirm the minutes of the previous A.G.M.
- 5.1b To receive the report of the President on the affairs of SABA during the preceding twelve months.
- 5.1c To receive the report of the Treasurer, together with the audited Annual Financial Statement.
- 5.1d To elect the Executive Committee for the ensuing period, where applicable.
- 5.2 SPECIAL GENERAL MEETINGS A Special General Meeting shall take place on the date and venue decided upon by the EXCO or voting may be conducted by way of correspondence through any means of national communication.
- 5.3 Any motion presented shall require a two-thirds majority of the votes cast at the meeting prior to acceptance. In the case of a tie in the voting, the matter shall be referred back to the clubs.

6. FINANCE:

- 6.1 An affiliation fee for each individual member club shall be payable by each member club to SABA annually. The amount of this fee shall be proposed and accepted at the AGM preceding its due date.
- 6.2 The financial year shall commence on 1 July of each year on which date affiliation fees become due. A competent person, who is not a member of the EXCO, by 31 July, shall audit the Annual Financial Statement.
- 6.3 EXCO shall be empowered to open banking accounts at any registered financial institution. All accounts opened shall be in the name of the South African Bonsai Association.
- 6.4 The authorized signatories to effect withdrawals from such accounts shall be any two members of EXCO.
- 6.5 No indebtedness shall be incurred in the name of SABA without the sanction of the EXCO.
- 6.6 No profits or gains will be distributed to any person and the funds of the Association will be utilised solely for investment or the objects for which it was established.
- 6.7 Funds available for investment may only be invested with registered financial institutions as defined in section 1 of the financial institutions (investment of funds) act 1984, and in securities listed on a licensed stock exchange as defined in the stock exchange control act, 1985 (act no.1 of 1985).
- 7. AMENDMENTS TO THE CONSTITUTION: This constitution may be amended at any time by a two-thirds majority vote of the member clubs.
 - 7.1 Any amendments as from 1998 must be submitted to the commissioner for Inland Revenue for approval before changes can be made.
- 8. DISSOLUTION: Upon the decision of a two-thirds majority vote of the member clubs to dissolve SABA Exco shall, after paying all liabilities, distribute any remaining funds on a pro rata basis 10 the affiliation fee paid by each club for each club member for that year,

at the time of dissolution. 8.1 On dissolution of the Association, the remaining assets will be given or transferred to another organisation with objectives imilar to those of the Association and which is itself exempt from income tax in terms of section (10(1)(cB)(i)(dd) of the act.